

RECORDATION NO. 27693-H FILED

MAY 11 '11 -2 10 PM

**SURFACE TRANSPORTATION BOARD**

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May 11, 2011

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Security Agreement Supplement No. 1-H, dated as of May 11, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Second Amended and Restated Security Agreement previously filed with the Board under Recordation Number 27693.

The names and addresses of the parties to the enclosed document are.

Collateral Agent: BTMU Capital Corporation  
111 Huntington Avenue, Suite 400  
Boston, Massachusetts 02199

Borrower: Flex Leasing I, LLC  
30 South Wacker Drive  
Chicago, Illinois 60606

Section Chief  
May 11, 2011  
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A description of the railroad equipment covered by the enclosed document is:

Railcars have been remarked and numbered bearing LW, CITX, CEMX, CEFX, CIBX and COER (previously bearing CSXT, FLCX, FLOX, IC, UP and LW marks) as more particularly set forth in the attachment to the document/


A short summary of the document to appear in the index is:

Security Agreement Supplement No. 1-H.

Also enclosed is a check in the amount of \$41 00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

MAY 11 '11 -2 10 PM

**SECURITY AGREEMENT SUPPLEMENT No. 1-H****SURFACE TRANSPORTATION BOARD**

This Security Agreement Supplement No. 1-H, dated May 11, 2011 (this "Supplement"), between BTMU CAPITAL CORPORATION, as Collateral Agent under the Security Agreement ("Collateral Agent"), and FLEX LEASING I, LLC, a Delaware limited liability company ("Borrower");

**WITNESSETH:**

WHEREAS, a Security Agreement by and between Borrower and BTM Capital Corporation as Collateral Agent was recorded with the Surface Transportation Board (the "STB") and the Registrar General of Canada (the "RGC"), on such dates, and with respect to the STB, with such recordation numbers, as set forth on Schedule 1 attached hereto.

WHEREAS, an Amended and Restated Security Agreement by and between Borrower and BTM Capital Corporation as Collateral Agent was recorded with the STB and the RGC, on such dates, and with respect to the STB, with such recordation numbers, as set forth on Schedule 1 attached hereto.

WHEREAS, Collateral Agent and Borrower have heretofore entered into that certain Second Amended and Restated Security Agreement dated as of October 16, 2008, as supplemented by that certain (i) Security Agreement Supplement No. 1 ("Security Agreement Supplement No. 1") dated as of October 16, 2008, (ii) Security Agreement Supplement No. 1-A dated as of July 17, 2009, (iii) Security Agreement Supplement No. 1-B dated as of September 10, 2009, (iv) Security Agreement Supplement No. 1-C dated as of November 17, 2009, (v) Security Agreement Supplement No. 1-D dated as of March 12, 2010, (vi) Security Agreement Supplement No. 1-E dated as of June 9, 2010, (vii) Security Agreement Supplement No. 1-F dated as of August 16, 2010, and (viii) Security Agreement Supplement No. 1-G dated as of December 9, 2010 (collectively, the "Security Agreement"), evidence of which was filed with the STB and the RGC, on such dates, and with respect to the STB, with such recordation numbers, as set forth on Schedule 1 attached hereto. The terms used herein are used with the meanings specified in the Security Agreement.

WHEREAS, the Borrower provided to the Collateral Agent a statement identifying a change of the reporting marks and numbers to certain of the Units bearing the old marks and numbers set forth on Schedule 2 hereto (the "Old Marks") with the new marks and numbers set forth opposite such Old Marks on Schedule 2 hereto (the "New Marks").

WHEREAS, pursuant to the Security Agreement the Borrower is required to record such change of reporting marks and numbers with the STB and the RGC.

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, Collateral Agent and Borrower hereby agree as follows:

1. Security Agreement Supplement No. 1 and the Second Amended and Restated Memorandum of Security Agreement and Security Agreement Supplement No. 1 referenced on Schedule 1 are hereby amended by deleting the Old Marks and inserting the New

Marks in lieu thereof.

2. Borrower shall cause this Supplement to be recorded with the STB and the RGC.

3. The parties hereto wish to show for public record this Supplement and accordingly have caused this Supplement to be executed by its officers thereunto duly authorized, as of the date first above written.

4. THIS SUPPLEMENT SHALL BE GOVERNED BY THE LAWS OF THE STATE OF NEW YORK, INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE (INCLUDING SECTIONS 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW BUT EXCLUDING TO THE MAXIMUM EXTENT PERMITTED BY LAW ALL OTHER CHOICE OF LAW AND CONFLICTS OF LAW RULES).

5. This Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

\* \* \*



IN WITNESS WHEREOF, Collateral Agent and Borrower have caused this Supplement to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

FLEX LEASING I, LLC  
as Borrower

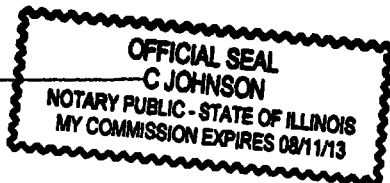
By: [Signature]  
Name: Barry J. Nohalty  
Title: Senior Vice President

STATE OF )  
                  ) ss:  
COUNTY OF )

The foregoing Security Agreement Supplement No. 1-H was acknowledged before me, the undersigned Notary Public, in the County of Cook this 3rd day of May, 2011 by [Signature] as Sen. Vice President of FLEX LEASING I, LLC.

[Signature]  
Notary Public

My commission expires: \_\_\_\_\_



## **SCHEDULE 1**

A Security Agreement was recorded with (i) the Surface Transportation Board on December 22, 1998 under recordation number 21888, and (ii) the Registrar General of Canada on December 23, 1998 under Document Key 11315.

An Amended and Restated Security Agreement was recorded with (i) the Surface Transportation Board on October 19, 2001 under recordation number 21888-U, and (ii) the Registrar General of Canada on October 19, 2001 under Document Key 13685 and supplemented by Document Key 13686.

A Second Amended and Restated Memorandum of Security Agreement and Security Agreement Supplement No. 1 was recorded with (i) the Surface Transportation Board on October 16, 2008 at 9:40 a.m. under recordation number 27693 and (ii) the Registrar General of Canada on October 16, 2008 at 11:05 a.m.

A Security Agreement Supplement No. 1-A dated as of July 17, 2009 was recorded with (i) the Surface Transportation Board on July 20, 2009 at 8:00 a.m. under recordation number 27693-A and (ii) the Registrar General of Canada on July 20, 2009 at 9:25 a.m.

A Security Agreement Supplement No. 1-B dated as of September 10, 2009 was recorded with (i) the Surface Transportation Board on September 10, 2009 at 9:40 a.m. under recordation number 27693-B and (ii) the Registrar General of Canada on September 10, 2009 at 11:30 a.m.

A Security Agreement Supplement No. 1-C dated as of November 17, 2009 was recorded with (i) the Surface Transportation Board on November 17, 2009 at 2:00 p.m. under recordation number 27693-C and (ii) the Registrar General of Canada on November 17, 2009 at 3:24 p.m.

A Security Agreement Supplement No. 1-D dated as of March 12, 2010 was recorded with (i) the Surface Transportation Board on March 12, 2010 at 11:45 a.m. under recordation number 27693-D and (ii) the Registrar General of Canada on March 12, 2010 at 1:48 p.m.

A Security Agreement Supplement No. 1-E dated as of June 9, 2010 was recorded with (i) the Surface Transportation Board on June 9, 2010 at 2:20 p.m. under recordation number 27693-E and (ii) the Registrar General of Canada on June 9, 2010 at 3:09 p.m.

A Security Agreement Supplement No. 1-F dated as of August 16, 2010 was recorded with (i) the Surface Transportation Board on August 16, 2010 at 1:50 p.m. under recordation number 27693-F and (ii) the Registrar General of Canada on August 16, 2010 at 2:53 p.m.

A Security Agreement Supplement No. 1-G dated as of December 9, 2010 was recorded with (i) the Surface Transportation Board on December 9, 2010 at 9:30 a.m. under recordation number 27693-G and (ii) the Registrar General of Canada on December 9, 2010 at 12:50 p.m.



## SCHEDULE 2

### CHANGE OF REPORTING MARKS AND NUMBERS

#### Old Marks and Numbers

#### New Marks and Numbers

CSXT	495735	LW	600266
CSXT	495761	LW	600292
FLCX	572	CITX	680472
FLCX	98001	CEMX	91516
FLCX	98024	CEMX	91530
FLCX	98034	CEMX	91514
FLCX	98045	CEMX	91520
FLCX	98054	CEMX	91502
FLCX	98061	CEMX	91510
FLCX	98064	CEMX	91532
FLCX	98070	CEMX	91506
FLCX	98089	CEMX	91528
FLCX	98097	CEMX	91523
FLCX	98116	CEMX	91517
FLCX	98122	CEMX	91529
FLCX	98125	CEMX	91509
FLCX	98127	CEMX	91500
FLCX	98133	CEMX	91513
FLCX	98145	CEMX	91538
FLCX	98150	CEMX	91518
FLCX	98151	CEMX	91521
FLCX	98153	CEMX	91526
FLCX	98156	CEMX	91522
FLCX	98165	CEMX	91534
FLCX	98170	CEMX	91508
FLCX	98177	CEMX	91537
FLCX	98179	CEMX	91519
FLCX	98180	CEMX	91527
FLCX	98188	CEMX	91524
FLCX	98189	CEMX	91533
FLCX	98191	CEMX	91525
FLCX	98192	CEMX	91504
FLCX	98195	CEMX	91501
FLCX	98196	CEMX	91531
FLCX	98211	CEMX	91515
FLCX	98217	CEMX	91535
FLCX	98226	CEMX	91507
FLCX	98229	CEMX	91503
FLCX	98233	CEMX	91536
FLCX	98235	CEMX	91505
FLCX	98257	CEMX	91512
FLCX	98264	CEMX	91511
FLCX	98271	CEMX	91539

FLOX	83105	CEFX	309153
FLOX	83109	CEFX	309154
FLOX	83112	CEFX	309156
FLOX	83115	CEFX	309157
FLOX	83121	CEFX	309159
FLOX	83123	CEFX	309160
FLOX	83133	CEFX	309163
FLOX	83293	CEFX	309164
FLOX	83294	CEFX	309165
FLOX	83296	CEFX	309166
FLOX	83301	CEFX	309167
FLOX	83312	CEFX	309169
FLOX	83315	CEFX	309170
FLOX	83342	CEFX	309174
FLOX	83347	CEFX	309175
FLOX	83349	CEFX	309176
FLOX	83355	CEFX	309177
FLOX	504723	CIBX	171806
FLOX	983249	CEFX	309179
FLOX	983273	CEFX	310011
FLOX	983280	CEFX	310010
FLOX	983282	CEFX	310012
FLOX	983284	CEFX	310013
FLOX	983285	CEFX	310014
IC	977660	COER	874646
IC	977661	COER	874647
IC	977663	COER	874649
IC	977667	COER	874653
IC	977668	COER	874654
IC	977669	COER	874655
IC	977671	COER	874657
IC	977673	COER	874659
IC	977681	COER	874682
IC	977687	COER	874673
IC	977688	COER	874674
IC	977690	COER	874676
IC	977691	COER	874677
IC	977693	COER	874679
IC	977697	COER	874681
IC	977701	COER	874685
IC	977704	COER	874688
IC	977706	COER	874690
IC	977707	COER	874691
IC	977709	COER	874693
IC	977712	COER	874696
IC	977713	COER	874697
IC	977714	COER	874698
IC	977718	COER	874701
IC	977719	COER	874702
IC	977721	COER	874710
IC	977723	COER	874705

IC	977727	COER	874709
IC	977729	COER	874711
IC	977732	COER	874714
IC	977733	COER	874715
IC	977735	COER	874717
IC	977736	COER	874718
IC	977737	COER	874719
IC	977738	COER	874720
IC	977740	COER	874722
IC	977741	COER	874723
IC	977742	COER	874724
IC	977743	COER	874725
IC	977746	COER	874727
IC	977748	COER	874729
IC	977749	COER	874730
IC	977750	COER	874731
IC	977752	COER	874732
IC	977753	COER	874733
IC	977756	COER	874736
IC	977757	COER	874737
IC	977758	COER	874746
IC	977767	COER	874747
IC	977768	COER	874748
IC	977769	COER	874749
IC	977772	COER	874752
IC	977773	COER	874753
IC	977781	COER	874761
IC	977783	COER	874763
IC	977785	COER	874765
IC	977786	COER	874766
IC	977789	COER	874769
IC	977791	COER	874771
IC	977792	COER	874772
IC	977798	COER	874778
IC	977800	COER	874780
IC	977802	COER	874782
IC	977803	COER	874783
IC	977804	COER	874784
IC	977805	COER	874785
IC	977806	COER	874786
IC	977807	COER	874787
IC	977814	COER	874794
IC	977816	COER	874796
IC	977818	COER	874798
IC	977819	COER	874799
IC	977822	COER	874802
IC	977824	COER	874804
IC	977826	COER	874806
IC	977830	COER	874810
IC	977832	COER	874812
IC	977837	COER	874817

IC	977838	COER	874818
IC	977840	COER	874820
IC	977841	COER	874821
IC	977842	COER	874822
IC	977844	COER	874824
IC	977845	COER	874825
IC	977846	COER	874826
IC	977848	COER	874828
UP	274057	LW	879672
UP	274006	LW	879643
UP	274031	LW	879657
UP	274036	LW	879661
UP	274047	LW	879668
UP	274064	LW	879676
LW	76016	COER	876452
LW	76017	COER	876453
LW	76018	COER	876454
LW	76019	COER	876455
LW	76020	COER	876456
LW	76021	COER	876457
LW	76022	COER	876458
LW	76023	COER	876459
LW	76024	COER	876460
LW	76025	COER	876461
LW	76026	COER	876462
LW	76027	COER	876463
LW	76028	COER	876464
LW	76029	COER	876465
LW	76030	COER	876466
LW	76031	COER	876467
LW	76032	COER	876468
LW	76033	COER	876469
LW	76034	COER	876470
LW	76035	COER	876471
LW	76036	COER	876472
LW	76037	COER	876473
LW	76038	COER	876474
LW	76039	COER	876475
LW	76040	COER	876476
LW	76041	COER	876477
LW	76042	COER	876478
LW	76043	COER	876479
LW	76044	COER	876480
LW	76045	COER	876481
LW	76046	COER	876482
LW	76047	COER	876483
LW	76048	COER	876484
LW	76049	COER	876485
CHTT	173513	COER	171685
CHTT	173517	COER	171689
UP	274012	LW	879646

UP	274015	LW	879648
UP	274029	LW	879655
UP	274038	LW	879662
UP	274043	LW	879665

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 5/11/11



\_\_\_\_\_  
Robert W. Alvord